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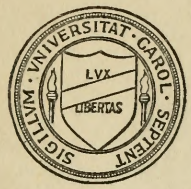

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CHARTER AND BY-LAWS

OF THE

NORTH CAROLINA RAIL ROAD COMPANY,

WITH THE

PROCEEDINGS

OF THE

FIRST MEETING OF STOCKHOLDERS

AT

SALISBURY, N. C.,

JULY 11, 12, 1850.

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1850.

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North Carolina

CHARTER

OF THE

NORTH CAROLINA RAIL ROAD COMPANY.

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Sec. 1. *Be it enacted by the General Assembly of the State of North Carolina, and it is hereby enacted by the authority of the same*, That for the purpose of effecting a Rail Road communication between the Wilmington and Raleigh Rail Road, where the same passes over the Neuse River, in the County of Wayne, and the Town of Charlotte, in this State, the formation of a corporate Company, with a Capital Stock of Three Millions of Dollars, is hereby authorised, to be called "The North Carolina Rail Road Company," and when formed in compliance with the conditions hereinafter prescribed, to have a corporate existence as a body politic in perpetuity.

Sec. 2. That the said Company be, and the same is hereby authorised to construct a Rail Road from the Wilmington and Raleigh Rail Road, where the same passes over Neuse River, in the County of Wayne,

a Raleigh, and thence by the most practicable route, *via* Salisbury, in the County of Rowan, to the Town of Charlotte, in the County of Mecklenburg.

Sec. 3. That for the purpose of creating the Capital Stock of said Company, the following persons be, and the same are hereby appointed Commissioners, viz: Joseph H. Wilson, of Charlotte; William C. Means, of Concord; John B. Lord, of Salisbury; Richard Washington, Waynesboro'; John McLeod, of Smithfield; George W. Mordecai, Raleigh; Henry B. Elliott, Randolph; James M. Leach, Lexington; John M. Morehead, Greensboro'; William A. Graham, Hillsboro'; Nathan A. Steadman, Pittsboro'; Edward B. Dudley, Wilmington; Alonzo P. Jerkins, Newbern; Samuel P. Hargrave, Lexington; Archibald G. Carter, Davie. That it shall be lawful to open Books in the Town of Wilmington, under the direction of William C. Bettencourt, W. A. Wright, Daniel B. Baker, Henry T. Nutt, P. K. Dickinson, Gilbert Potter and William Peden, or any three of them; at Charlotte, under the direction of David Parks, John A. Young, Jas. W. Osborne, Joseph H. Wilson, William Elms and William F. Davidson, or any three of them; at Raleigh, under the direction of Josiah O. Watson, Duncan K. McRae, William W. Holden, Thomas J. Lemay, and Charles L. Hinton, or any three of them; at Gaston, under the direction of Edmund Wilkins, Willis Sledge, Benjamin W. Edwards, and James Gresham, or any three of them; at Warrenton, under the direction of William Eaton, Daniel Turner, Peter R. Davis, William Plummer, and Thomas T. Twitty, or any three of them; at Ridgeway, under the direction of George D. Baskerville, Weldon N. Edwards, Michael Collins, and Alexander B. Hawkins, or any three of them; at Henderson, under the direction of John S. Eaton, John D. Hawkins, William Uandriers, Demetrius E. Young, or any three of them; at Franklinton, under the direction of Edward T. Fowlkes, William H. Simms, or any three of them; at Hillsborough, under the direction of D. F. Long, John Berry, Edward Strudwick, and Col. Cadwallader Jones, or any three of them; at Chapel Hill, under the direction of Elisha Mitchell, William H. Merritt, Jesse Hargrave, and P. H. McDade, or any three of them; at Ashboro', under the direction of Henry B. Elliott, Alexander Hogan, Jesse Harper, Jonathan Worth, or any three of them; at Greensborough, under the direction of John M. Morehead, John A. Gilmer, Wilson S. Hill, John A. Mebane, and Jesse Lindsay, or any three of them; at Jamestown, under

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the direction of Richard Mendenhall, George C. Mendenhall, S. G. Coffin, J. W. Field, or any three of them; at Haywood, under the direction of Robert Faucett, P. Evans, and John Williams; at Pittsboro', under the direction of J. A. Stedman, Green Womack, S. McClennahan, and Joseph Ramsay, or any three of them; at Carthage, under the direction of A. Currie, John M. Morrison, Cornelius Dowd, and J. D. McNeill, or any three of them; at Lexington, under the direction of William R. Holt, James M. Leach, Charles L. Paine, or any three of them; at Smithfield, under the direction of John McLeod, Bythan Bryan, L. B. Sanders, Baldy Sanders, Thaddeus W. Whitley, or any three of them; Salisbury, under the direction of Archibald H. Caldwell, Charles F. Fisher, Horace L. Robards, Maxwell Chambers, and Thomas L. Cowan, or any three of them; at Statesville, under the direction of Theophilus Falls, William F. Cowan, Thomas A. Allison, or any three of them; at Concord, under the direction of Rufus Barringer, Kiah P. Harris, Daniel Coleman, R. W. Foard, and Caleb Phifer, or any three of them; at Mocksville, under the direction of John A. Lillington, Gustavus A. Miller, Archibald G. Carter, and Lemuel Bingham, or any three of them; at Salem, under the direction of Francis Fries, John Vogler, Thomas J. Wilson, John Blackbourn, or any three of them; whose duty it shall be to direct the opening of Books for subscription of Stock, at such times and places, and under the direction of such persons as they, or a majority of them, may deem proper; and the said Commissioners shall have power to appoint a Chairman of their body, Treasurer, and all other Officers, and to sue for and recover all sums of money that ought, under this act, to be received by them.

Sec. 4. That all persons who may hereafter be authorized to open Books for subscription of Stock by the Commissioners herein appointed for that purpose, shall open said Books at any time after the ratification of this Act, twenty days previous notice being given in some one or more of the public newspapers in this State; and that said Books, when opened, shall be kept open for the space of thirty days at least, and as long thereafter as the Commissioners first aboved named shall direct; and that all subscription of Stock shall be in shares of one hundred dollars, the subscriber paying at the same time of making such subscription five dollars on each share thus subscribed, to the person or persons authorized to receive such subscription; and in case of failure to pay said sum, all such subscriptions shall be void and of no effect; and

upon closing the Books, all such sums as shall have been thus received of subscribers on the first cash instalment, shall be paid over to the General Commissioners named in the third section of this Act, by the persons receiving them; and for failure thereof such person or persons shall be personally liable to said General Commissioners before the organization of said Company and to the Company itself after its organization, to be recovered in the Superior Court of Law within this State, in the County where such delinquent resides, or if he reside in any other State, then in any Court in such State having competent jurisdiction: The said General Commissioners shall have power to call on and require all persons empowered to receive subscriptions of Stock at any time and from time to time, as a majority of them may think proper, to make a return of the Stock by them respectively received, and to make payment of all sums of money made by the subscribers, that all persons receiving subscriptions of Stock shall pass a receipt to the subscriber or subscribers for the payment of the first instalment, as heretofore required to be paid; and upon their settlement with the General Commissioners, as aforesaid, it shall be the duty of the said General Commissioners in like manner to pass their receipt for all sums thus received, to the persons from whom received; and such receipts shall be taken and held to be good and sufficient vouchers to the persons holding them: That subscriptions of Stock thus received to an amount not exceeding

Sec. 5. It shall be the duty of said General Commissioners to direct and authorize the keeping open of Books for the subscription of stock in the manner above described, until the sum of one million of dollars shall have been subscribed to the capital stock of said Company; and as soon as the said sum of one million of dollars shall have been subscribed, and the first instalment of five dollars per share on said sum shall have been received by the general commissioners, said Company shall be regarded as formed, and the said commissioners, or a majority of them, shall sign and seal a duplicate declaration to that effect, with the names of the subscribers appended, and cause one of the said duplicates to be deposited in the office of the Secretary of State, and thenceforth, from the closing of the Books of subscription as aforesaid, the said subscribers to the stock shall form one body politic and corporate, in deed and in law, for the purposes aforesaid, by the name and style of "the North Carolina Rail Road Company."

Sec. 6. That whenever the sum of One Million of Dollars shall be subscribed in manner and form aforesaid, the subscribers, their executors, administrators and assigns, shall be, and they are hereby declared to be incorporated into a Company by the name and style of "The North Carolina Rail Road Company;" and by that name shall be capable in Law and Equity, of purchasing, holding, selling, leasing and conveying estates, real, personal and mixed, and acquiring the same by gift or devise, so far as shall be necessary for the purposes embraced within the scope, object and interest of their charter and no further; and shall have perpetual succession, and by their corporate name may sue and be sued, plead and be impleaded in any Court of Law and Equity in the State of North Carolina; and may have and use a common seal, which they may alter and renew at pleasure; and shall have and enjoy all other rights and immunities which other corporate bodies may, and of right do exercise; and may make all such by-laws, rules and regulations, as are necessary for the government of the Corporation, or effecting the object for which it is created, not inconsistent with the Constitution and laws of the United States and of the State of North Carolina.

Sec. 7. That notice of process upon the principal agents of said Company, or the President or any of the Directors thereof, shall be deemed and taken to be due and lawful notice of service of process upon the Company, so as to bring it before any Court within the State of North Carolina.

Sec. 8. That as soon as the sum of One Million of Dollars shall have been subscribed in manner aforesaid, it shall be the duty of the General Commissioners, appointed under the third section of this Act, to appoint a time for the Stockholders to meet at Salisbury, in Rowan County, which they shall cause to be previously published, for the space of thirty days, in one or more newspapers, as they may deem proper, at which time and place the said stockholders, in person or proxy, shall proceed to elect the Directors of the Company, and to enact all such regulations and by-laws as may be necessary for the government of the Corporation and the transaction of its business: The persons elected Directors at this meeting, shall serve such period, not exceeding one year, as the stockholders may direct; and at this meeting, the stockholders shall fix on the day and place or places where the subsequent election of Directors shall be held; and such elections shall henceforth be annually made; but if the day of the annual election should pass without any election of

Directors, the Corporation shall not be thereby dissolved, but it shall be lawful on any other day to hold and make such election in such manner as may be prescribed by a by-law of the Corporation.

Sec. 9. That the affairs of the Compauy shall be managed and directed by a General Board, to consist of twelve Directors, to be elected by the stockholders from among their number at their first and subsequent General Annual Meetings, as prescribed in section eighth of this Act.

Sec. 10. That the election of Directors shall be by ballot, each stockholder having as many votes as he has shares in the stock of said Company; and the person having a majority of all the votes polled shall be considered as duly elected.

Sec. 11. That the President of the Company shall be elected by the Directors from among their number, in such a manner as the regulations of the Company shall prescribe.

Sec. 12. That at the first General Meeting of the stockholders, directed to be called under section eighth of this Act, a majority of all the shares subscribed shall be represented before proceeding to business, and if a sufficient number do not appear on the day appointed, those who do attend shall have power to adjourn from time to time until a regular meeting shall be thus formed; and at such meeting the stockholders may provide, by a by-law, as to the number of stockholders and the amount of stock to be held by them, which shall constitute a quorum for transacting business at all subsequent regular or occasional meetings of stockholders and Directors.

Sec. 13. That at all elections, and upon all votes taken in any general meeting of the stockholders upon any by-law or any of the affairs of said Company, each share of stock shall be entitled to one vote, and that any stockholder in said Company may vote by proxy; and proxies may be verified in such manner as the stockholders by by-laws may prescribe.

Sec. 14. That the General Commissioners shall make their return of the shares of stock subscribed for, at the first general meeting of stockholders, and pay over to the Directors elected at said meeting, or their authorized agent, all sums of money received from subscribers, and for failure therefor, shall be personally liable to said Company, to be recovered at the suit of said Company, in any of the Superior Courts of Law

in this State, within the County where such delinquent or delinquents may reside, and in like manner from said delinquent or said delinquents, executors or administrators, in case of his or their death.

Sec. 15. That the Board of Directors may fill all vancancies which may occur in it during the period for which they have been elected, and in the absence of the President may fill his place by electing a President *pro tempore* from among their number.

Sec. 16. That all contracts or agreements, authenticated by the President and Secretary of the Board of Directors, shall be binding on the Company without a seal, or such a mode of authentication may be used, as the Company, by their by-laws, may adopt.

Sec. 17. That the Company shall have power and may proceed to construct, as speedily as possible, a rail road, with one or more tracks, to be used with steam power, which shall extend from the Wilmington. and Raleigh Rail Road, where the same passes over Neuse River. in the County of Wayne, *via* Raleigh and Salisbury, to the Town of Charlotte, in Mecklenburg County: said Company may use any section of the rail road constructed by them before the whole of said road shall be completed.

Sec. 18. That the said Company shall have the exclusive right of conveyance or transportation of persons, goods, merchandise and produce over the said rail road, to be by them constructed, at such charges as may be fixed on by a majority of the Directors.

Sec. 19. That the said Company may, when they see fit, farm out their right of transportation over said rail road, subject to the rules above mentioned; and said Company and every person who may have received from them the right of transportation of goods, wares and produce on the said rail road, shall be deemed and taken to be a common carrier, as respects all goods, wares, produce and merchandise entrusted to them for transportation.

Sec. 20. That the Board of Directors may call for the payment of the sums subscribed as stock in said Company in such instalments as the interest of said Company may, in their opinion, require; the call for each payment shall be published in one or more newspapers in this State for the space of one month before the day of payment; and on failure of any stockholder to pay each instalment as thus required, the Directors may sell at public auction, on a previous notice of ten days for cash,

all the stock subscribed for in said Company, by such stockholder, and convey the same to the purchaser at said sale; and if said sale of stock do not produce a sum sufficient to pay off the incidental expenses of the sale, and the entire amount owing by such stockholder to the Company for such subscription of stock, then and in that case the whole of such balance shall be held and taken as due at once to the Company, and may be recovered of such stockholder or his executors, administrators or assigns, at the suit of said Company, either by summary motion in any Court of superior jurisdiction in the county where the delinquent resides, on a previous notice of ten days to said subscriber, or by the action of assumpsit in any Court of competent jurisdiction, or by a warrant before a Justice of the Peace, where the sum does not exceed one hundred dollars; and in all cases of assignment of stock, before the whole amount has been paid to the Company, then for all sums due on such stock, both the original subscribers, and the first and all subsequent assignees shall be liable to the Company, and the same may be recovered as above described.

Sec. 21. That the debt of stockholders, due to the Company for stock therein, either as original proprietor or as first on subsequent assignee, shall be considered as of equal dignity with judgments in the distribution of assets of a deceased stockholder, by his legal representatives.

Sec. 22. That said Company shall issue certificates of stock to its members; and said stock may be transferred in such manner and form as may be directed by the by-laws of the company.

Sec. 23. That the said company may, at any time, increase its capital to a sum sufficient to complete said road, not exceeding ———— —— dollars, either by opening Books for new stock or by selling such new stock, or by borrowing money on the credit of the company, and on the mortgage of its charter and works; and the manner in which the same shall be done in either case, shall be prescribed by the stockholders at a general meeting.

Sec. 24. That the Board of Directors shall once in every year, at least, make a full report on the state of the company, and its affairs to a general meeting of the stockholders, and oftener if required by a by-law, and shall have power to call a general meeting of the stockholders, when the Board may deem it expedient; and the company may provide, in their by-laws, for occasional meetings being called, and prescribe the mode thereof.

Sec. 25. That the said company may purchase, have and hold, in fee,

or for a term of years, any land, tenements, or hereditaments, which may be necessary for the said road, or the appurtenances thereof, or for the erection of depositories, store houses, houses for the officers, servants or agents of the company, or for workshops or foundries, to be used for the said company; or for procuring stone or other materials necessary to the construction of the road, or for effecting transportation thereon, and for no other purposes whatever.

Sec. 26. That the company shall have the right, when necessary, to conduct the said road across or along any public road or water course:—*Provided*, That the said company shall not obstruct any public road, without constructing another equally as good and as convenient, nor without making a draw in any bridge of said road, which may cross a navigable stream, sufficient for the passage of vessels navigating such stream, which draw shall be opened by the company for the free passage of vessels, navigating such stream.

Sec. 27. That when any lands or right of way may be required by said company, for the purpose of constructing their road, and for the want of agreement as to the value thereof, or from any other cause, the same cannot be purchased from the owner or owners, the same may be taken at a valuation to be made by five commissioners, or a majority of them, to be appointed by any court of record, having common law jurisdiction in the county where some part of the land or right of way is situated. In making the said valuation, the said commissioners shall take into consideration the loss or damage which may accrue to the owner or owners in consequence of the land or the right of way being surrendered, and the benefit and advantage he, she, or they may receive from the erection or establishment of the rail road or work, and shall state particularly the value and amount of each; and the excess of loss and damage, over and above the advantage and benefit, shall form the measure of valuation of the said land or right of way: *Provided, nevertheless*, that if any person or persons over whose land the road may pass, should be dissatisfied with the valuation of said commissioners, then and in that case, the person or persons so dissatisfied may have an appeal to the Superior court, in the county where the said valuation has been made, or in either county in which the land lies, when it may lie in more than one county, under the same rules, regulations and restrictions as in appeals from judgments of justices of the peace. The proceedings of the said commissioners, accompanied with a full description of the said land or right of way, shall be returned, under the hands and seals of a ma-

jority of the commissioners, to the court from which the commission issued, there to remain a matter of record. And the lands or right of way so valued by the said commissioners, shall vest in the said company so long as the same shall be used for the purposes of said rail road, so soon as the valuation may be paid, or, when refused, may have been tendered: *Provided*, that on application for the appointment of commissioners, under this section, it shall be made to appear to the satisfaction of the court, that at least ten days previous notice has been given by the applicant to the owner or owners of land so proposed to be condemned, or, if the owner or owners be infants or *non compos mentis*, then to the guardian of such owner or owners, if such guardian can be found within the county, or if he cannot be so found, then such appointment shall not be made unless notice of the application shall have been published, at least one month next preceding, in some newspaper printed as convenient as may be to the court house of the county, and shall have been posted at the door of the court house, on the first day at least of the term of said court, to which the application is made: *Provided further*, that the valuation provided for in this section, shall be made on oath by the commissioners aforesaid, which oath, any justice of the peace, or clerk of the court of county in which the land or a part of it lies, is hereby authorized to administer: *Provided further*, That the right of condemnation herein granted shall not authorize the said company to invade the dwelling house, yard, garden or burial ground of any individual, without his consent.

Sec. 28. That the right of said company to condemn lands in the manner described in the twenty-seventh section of this Act, shall extend to the condemning one hundred feet on each side of the main track of the road, measuring from the centre of the same, unless in case of deep cuts and fillings, when said company shall have power to condemn as much in addition thereto, as may be necessary for the purpose of constructing said road; and the company shall also have power to condemn any appropriate lands in like manner, for the constructing and building of depots, shops, ware-houses, buildings for servants, agents and persons employed on the road, not exceeding two acres in any one lot or station.

Sec. 29. That in the absence of any contract or contracts with said company, in relation to lands through which the said road or its branches may pass, signed by the owner thereof or by his agent, or any claimant or person in possession thereof, which may be confirmed by the owner thereof, it shall be presumed that the land upon which the said road

or any of its branches may be constructed, together with a space of one hundred feet on each side of the centre of the said road, has been granted to the said company, by the owner or owners thereof; and the said company shall have good right and title thereto, and shall have, hold and enjoy the same as long as the same be used for the purposes of said road and no longer, unless the person or persons owning the said land at the time that part of the said road which may be on the said land, was finished, or those claiming under him, her or them, shall apply for an assessment of the value of said lands, as hereinbefore directed, within two years next after that part of the said road, which may be on the said land, was finished; and in case the said owner or owners, or those claiming under him, her or them, shall not apply within two years next after the said part was finished, he, she or they shall be forever barred from recovering said land or having any assessment or compensation thereof: *Provided*, nothing herein contained shall effect the rights of *feme coverts* or infants, until two years after the removal of their respective disabilities.

Sec. 30. That all lands not heretofore granted to any person, nor appropriated by law to the use of the State, within one hundred feet of the centre of said road, which may be constructed by the said company, shall vest in the company as soon as the line of the road is definitely laid out through it, and any grant of said land thereafter shall be void.

Sec. 31. That if any person or persons shall intrude upon the said rail road by any manner of use thereof, or of the rights and privileges connected therewith, without the permission or contrary to the will of the said company, he, she or they may be indicted for misdemeanor, and upon conviction, fined and imprisoned by any court of competent jurisdiction.

Sec. 32. That if any person shall wilfully and maliciously destroy, or in any manner hurt, or damage, or obstruct, or shall wilfully and maliciously cause, or aid, or assist or counsel and advise any other person or persons to destroy, or in any manner to hurt, damage or destroy, injure or obstruct the said rail road, or any bridge or vehicle used for or in the transportation thereon, any water-tank, ware-house, or any other property of said company, such person or persons so offending, shall be liable to be indicted therefor, and, on conviction, shall be imprisoned not more than six, nor less than one month, and pay a fine not exceeding five hundred dollars, nor less than twenty dollars, at the discretion of the court before which said conviction shall take place; and shall be further

liable to pay all expenses of repairing the same; and it shall not be competent for any person so offending against the provisions of this clause to defend himself by pleading or giving in evidence that he was the owner, agent or servant of the owner of the land where such destruction, hurt, damage, injury, or obstruction was done, at the time the same was done or caused to be done.

Sec. 33. That every obstruction to the safe and free passage of vehicles on the said road or its branches shall be deemed a public nuisance, and may be abated as such by any officer, agent or servant of said company; and the person causing such obstruction may be indicted and punished for erecting a public nuisance.

Sec. 34. That the said company shall have the right to take at the store-houses they may establish on, or annex to their rail road or the branches thereof, all goods, wares, merchandise and produce intended for transportation, prescribe the rules of priority, and charge and receive such just and reasonable compensation for storage, as they by rules may establish (which they shall cause to be published) or as may be fixed by agreement with the owner which may be distinct from the rates of transportation: *Provided*, that the said company shall not charge or receive storage on goods, wares, merchandise or produce which may be delivered to them at their regular depositories for immediate transportation, and which the company may have power to transport immediately.

Sec. 35. That the profits of the company, or so much thereof as the general Board may deem advisable, shall, when the affairs of the company will permit, be semi-annually divided among the stockholders, in proportion to the stock each may own.

Sec. 36. That whenever it shall appear to the Board of Internal Improvements of this State, by a certificate under the seal of said company, signed by their Treasurer and countersigned by their President, that one third have been subscribed for and taken, and that at least five hundred thousand dollars of said stock has been actually paid into the hands of said Treasurer of said company, the said Board of Internal Improvements shall be, and they are hereby authorized and required to subscribe on behalf of the State, for stock in said company, to the amount of Two Millions of Dollars to the capital stock of said company; and the subscription shall be paid in the following manner, to wit: The one fourth part as soon as the said company shall commence work, and one fourth thereof every six months thereafter. until the whole subscription in behalf of the State

shall be paid: *Provided*, the Treasurer and President of said company shall, before they receive the aforesaid instalments, satisfactorily assure the Board of Internal Improvements, by the certificates, under the seal of said company, that an amount of the private subscription has been paid in equal proportion to the stock subscribed by the State.

Sec. 37. That if in case the present Legislature shall not provide the necessary and ample means to pay the aforesaid instalments on the stock subscribed for on behalf of the State, as provided for in the 36th section of this Act, and in that event, the Board of Internal Improvement aforesaid, shall, and they are hereby authorized and empowered to borrow, on the credit of the State, not exceeding two million of dollars, as the same may be needed by the requirements of this Act.

Sec. 38. That if in case it shall become necessary to borrow the money, by this Act authorized, the Public Treasurer shall issue the necessary certificates, signed by himself and countersigned by the Comptroller, in sums not less than one thousand dollars each, pledging the State for the payment of the sum therein mentioned, with interest thereon at the rate of interest not exceeding six per cent. per annum, payable semi-annually, at such times and places as the Treasurer may appoint—the principal of which certificates shall be redeemable at the end of thirty years from the time the same are issued; but no greater amount of such certificates shall be issued at any one time than may be sufficient to meet the instalment required to be paid by the State at that time.

Sec. 39. *Be it further enacted*, That the Comptroller shall register said certificates at large in a book to be by him kept for that purpose, at the time he countersigns the same; and when he delivers the same to the Public Treasurer, he shall charge him in his books with the amount thereof, and also with all such sums, if any, as the Public Treasurer may obtain by way of premium on the sale of the said certificates, an account of which the Public Treasurer shall render to the Comptroller, so soon as negotiations from time to time, for the sale of said certificates, are closed.

Sec. 40. *Be it further enacted*, That if it shall become necessary to issue the certificates aforesaid, the Public Treasurer shall advertise in one or more newspapers, as he may think best, and invite sealed proposals for such amount of the aforesaid sum of two millions of dollars as may be wanted at any one time, and it shall be his duty to accept those terms which may be most advantageous to the State: *Provided*, that in no

event shall any of the said certificates be sold for less than their par value; and any premium which may be obtained on the sale of said certificates shall be placed in the Public Treasury, and used as other public funds in the payment of interest on the debt hereby created.

Sec. 41. *Be it further enacted*, That as security for the redemption of said certificates of debt, the public faith of the State of North Carolina is hereby pledged to the holders thereof, and in addition thereto all the stock held by the State in "The North Carolina Rail Road Company" hereby created, shall be, and the same is hereby, pledged for that purpose; and any dividends of profit which may, from time to time, be applied to the payment of the interest accruing on said certificates; but until such dividends of profit may be declared, it shall be the duty of the Treasurer, and he is hereby authorized and directed to pay all such interest as the same may accrue out of any moneys in the Treasury not otherwise appropriated.

Sec. 42. *Be it further enacted*, That the certificates of debt hereby authorized to be issued, shall be transferable by the holders thereof, their agents or attorneys, properly constituted, in a book to be kept by the Public Treasurer for that purpose; and in every instance, where a transfer is made, the outstanding certificate shall be surrendered and given up to the Public Treasurer, and by him cancelled, and a new one, for the amount, issued in its place to the person to whom the same is transferred.

Sec. 43. That the State shall appoint the number of Directors in said company, in proportion to the stock subscribed, who shall be appointed by the Governor, by and with the advice and consent of his council, and removed in like manner.

Sec. 44. That the following officers and servants and persons in the actual employment of the said company be, and they are hereby exempted from the performance of jury and ordinary military duty: The President and Treasurer of the Board of Directors, and chief and assistant Engineers, the Secretaries and accountants of the company, keepers of the depositories, guard stationed on the road to protect it from injury, and such persons as may be working the locomotive engines and travelling with cars for the purpose of attending to the transporting of produce, goods and passengers on the road.

Sec. 45. *Be it enacted*, That for the purpose of putting the Raleigh

and Gaston Rail Road in good and complete order for the profitable transportation of persons and produce, and for the further purpose of reviving the Raleigh and Gaston Rail Road Company, Rhodes N. Herndon, Thomas Miller, John S. Eaton, of Granville county; William J. Hawkins, Weldon N. Edwards, George D. Baskerville, of Warren county; George W. Mordeica, Richard Smith, W. W. Holden, of Wake county; John D. Hawkins, Sr., Allen C. Perry, John D. Hawkins, Jr., of Franklin county; and the late stockholders of and obligors for the Raleigh and Gaston Rail Road Company, or any part of them, and such other persons and corporations as may associate with them, are hereby created a body politic and corporate, by the name and style of the Raleigh and Gaston Rail Road Company, and by that name shall be able to sue and be sued, and shall have, possess and enjoy all the rights, franchises, powers and privileges, vested in and granted to the Raleigh and Gaston Rail Road Company, by an Act, entitled "An Act to incorporate the Raleigh and Gaston Rail Road Company," passed by the General Assembly of this State on the —— day of ———, and shall be subject to all the restraints, limitations, restrictions and liabilities imposed by the said Act; and all the other provisions of the said Act, so far as the same remain to be executed, are hereby declared to be in full force and effect, upon the following terms and conditions nevertheless.

Sec. 46. *Be it enacted*, That whenever the said persons and their associates named in the foregoing section, shall have subscribed the sum of five hundred thousand dollars, for the purposes aforesaid, and shall have expended the same, in putting the Raleigh and Gaston rail road in complete order, with heavy T iron, or other iron equally good, not weighing less than fifty pounds to the yard, then one half of the said rail road, with all the machine shops, depots, water stations, engines, coaches, cars and every other property appertaining to the rail road, shall be sold, conveyed and transferred to the said subscribers, their heirs and assigns, by the Governor, under the great seal of the State; and the said late stockholders and obligors of the said Raleigh and Gaston Rail Road Company, shall be and are hereby declared to be forever released and discharged from all liability to the State, for and on account of the said Raleigh and Gaston Rail Road Company, upon the payment of costs incurred. And the Governor is hereby authorized, and it is declared to be his duty to suspend the further prosecution of suits brought by the State, against the said stockholders and obligors, until it can be ascertained whether the subscribers are willing to

accept the conditions of this Act, and that they shall be allowed two years from the passage of this Act to make known their determination to the Governor. And if the terms and conditions of this Act shall be accepted, and the work commenced within two years, and finished within three years from the ratification of this Act, then this Act shall continue and be in full force for ninety years and no longer.

Sec. 47. *Be it further enacted*, That if the conditions of this Act are accepted, and the sum of five hundred thousand dollars shall have been subscribed by solvent subscribers, to be judged of by the Governor and Attorney General, then and in that case, the said subscribers shall have lawful authority to mortgage one half of the said rail road, to enable them to obtain the necessary credit to purchase a part of the iron which will be needed for said road.

Sec. 48. *Be it further enacted*, That if the said subscribers shall refuse or neglect to accept the terms and conditions of this Act, then all the benefits of the same shall be granted to Thomas F. Wyatt, John Campbell, Thomas P. Devereux, Andrew Joyner, Weldon N. Edwards, George D. Baskerville, and Alexander Hawkins, and such other persons as may associate with them, who shall accept and comply with all the terms and conditions of the same; and they and their successors are hereby incorporated into a Company, by the name and style of the Raleigh and Gaston Rail Road Company, and by that name shall have lawful authority to sue and be sued, to hold, possess and enjoy all the rights, franchises, powers and privileges granted by this Act and shall be subject to all the restraints, limitations, restrictions, and liabilities imposed by the same.

Sec. 49. *Be it enacted*, That whenever the Roanoke Rail Road Company or the Seaboard and Roanoke Rail Road Company, with or without the aid of individuals, shall subscribe to the Raleigh and Gaston Rail Road Company, one half of the sum necessary to construct a rail road from some convenient point on the Raleigh and Gaston Rail Road, near the Littleton Depot, or any point between that Depot and Roanoke River, and the Town of Weldon, or any point in the neighborhood thereof, so as to connect with the Wilmington and Raleigh Rail Road, and the Seaboard and Roanoke Rail Road, and shall expend the said sum in forming the said connection, then the said Raleigh and Gaston Railroad shall be

extended to the said town of Weldon or neighborhood thereof; and the Public Treasurer is hereby authorized and directed to subscribe for an equal sum for and in behalf of the State, and pay for such subscription, out of any money in the Treasury not otherwise appropriated; and for the want of such money in the Treasury, the Public Treasurer is hereby authorized to borrow the sum at a rate of interest not exceeding six per cent. per annum, and to issue bonds payable at any time within ten years, for not less than five hundred dollars each.

Sec. 50. *And be it further enacted*, That one of the conditions of this charter is that this General Assembly shall have power and authority at any future session to establish, regulate and control the intercourse between the North Carolina Rail Road and the Raleigh and Gaston Rail Road, so as best to secure to the public an easy and convenient passage of persons and property.

Sec. 51. *Be it further enacted*, That the sum of forty thousand dollars, to be raised by the State in the same manner as other moneys are raised by the provisions of this Act, be, and the same is hereby appropriated for the purpose of cleaning out and improving the navigation of the river Neuse, between the town of Newbern and the town of Smithfield. And also, that the further sum of twenty-five thousand dollars, to be raised in like manner, be and the same is hereby appropriated, for the purpose of cleaning out and improving the navigation of the Tar river between the town of Washington and the falls of the said river; and that his Excellency the Governor is hereby empowered and required to appoint suitable commissioners to carry into effect the requirements of this section: *Provided*, the sum hereby appropriated to the Neuse and Tar rivers shall not be paid by the Public Treasurer, until the railroad company shall have subscribed the whole amount of stock required from them, by the provisions of this Act, and have commenced operations on said road.

Sec. 52. *Be it further enacted*, That as soon as the said North Carolina Rail Rail Road is commenced and the superstructure of the same laid down at Raleigh, the owners, proprietors and authorities of the Raleigh and Gaston Rail Road shall be, and they are hereby authorized and empowered to effect a junction and form an actual connexion with the said North Carolina Rail Road, at such point at or in the vicinity of Raleigh as they in their discretion may select.

SEC. 53. *Be it further enacted*, That all the works hereby required of the North Carolina Rail Road Company shall be executed with due diligence, and if they be not commenced within three years after the ratification of this Act, and finished within ten years after the period of commencement, then this charter shall be forfeited.

BY-LAWS

OF THE

NORTH CAROLINA RAIL ROAD COMPANY.

MEETING OF STOCKHOLDERS.

I. The next General Meeting of the Stockholders shall take place in Greensborough, on the second Thursday of July next; and the second Annual Meeting shall be at Raleigh, and the third at Salisbury; and all subsequent meetings shall alternate in the same way between Greensborough, Raleigh and Salisbury. And the Board of Directors now elected, shall remain in office until such Annual Meeting at Greensborough, in July next.

II. On failure of the Stockholders to elect Directors at any General Annual Meeting, it shall be the duty of the President, for the time being, forthwith to advertise a General Meeting of the Stockholders to be held within twenty days thereafter for the purpose: and on failure of the President so to advertise, or of the meeting so called to elect Directors, it shall be the duty of the Directors for the time being, or any one of them, to advertise as above directed.

III. At least one hundred individual stockholders, represented either in person or by proxy, and holding not less than a majority of the Stock subscribed, shall be necessary to constitute a quorum for the transaction of business.

IV. The President or any five Directors shall have power to call occasional meetings of the Stockholders at such time and places, as he or they may think proper; first giving twenty days notice thereof, in two or more newspapers published within the State.

PRESIDENT.

I. The President shall be elected annually by ballot by the majority of the Board of Directors; and shall receive as compensation for his services an annual salary of $2500, over and above his necesssry travelling expenses incurred by order of the Board of Directors, in journeys out of the State.

II. The President shall have the general superintendence and control of all the other officers of the Company, and shall prescribe their duties unless otherwise provided for by the Rules and Regulations of the Board of Directors: he shall carefully examine into the performance of their duties, and from time to time report to the Directors all and every matter touching the interests of the Company which shall come to his knowledge.

III. The President shall keep the seal of the Company, and with the consent of a majority of the Directors shall affix the same to all conveyances and other instruments to which the attestation of the seal may be necessary, and sign the same on behalf of the Corporation.

TREASURER AND SECRETARY.

I. The offices of Secretary and Treasurer shall be combined until the Board of Directors shall deem it necessary to separate them.

II. The Treasurer and Secretary shall be appointed by the Board of Directors, and shall give bond in the sum of $80,000, with security to be approved by the Board, and shall receive for his services the sum of $1250 per annum.

III. It shall be the duty of the Treasurer and Secretary to keep a full and fair journal of the meetings and proceedings of the Board of Directors; to advertise and collect all assessments which may from time to time be made upon the Stockholders; and in failure of any Stockhold-

er to pay his assessments within the time prescribed, to report the name or names of such Stockholders to the President; to take charge of and safely keep all the money and other valuable effects of the Company, and to disburse the same under the direction and upon the requisition of the President; and to take proper vouchers for such disbursements, and to perform all such other duties as may be prescribed by the Board of Directors.

IV. The Treasurer shall deposit all moneys belonging to the Company in the Bank of the State, at Raleigh, and in the Branch of the Bank of Cape Fear at Salisbury, and shall keep a regular and accurate account of receipts and disbursements made by him, and shall render to the President and Directors a quarterly account of all his transactions, and as much oftener as the President and Directors may require; and he shall at no time retain in his hands a sum exceeding five thousand dollars.

DIRECTORS.

I. The Board of Directors shall meet once in every three months.—The first meeting shall take place in Salisbury, and all subseqnent meetings at such places as the Board may direct; and the President shall be at liberty to convene the Board as much oftener as the interests of the Company may require; and the Directors shall receive as full compensation for their services at the rate of ten cents per mile for every mile travelled to and from the place of meeting; and five members of the Board of Directors, including the President, shall constitute a quorum for the transaction of business.

II. The President and Directors shall have power to employ Engineers and such other Officers and Agents as they may think proper, and to fix their compensation; and shall make a report of all such appointments to the regular Annual Meeting of the Stockholders.

III. The Directors shall have power to establish a common seal with suitable devices; to ascertain and define the duties of the Officers, Clerks, and Servants of the Company, and direct them in the performance thereof, and to dismiss from the service of the Company any Officer, or Agent, Clerk or Servant appointed by them, at pleasure.

PROXIES.

All Proxies shall be signed by the party and attested by some Justice of the Peace, Clerk of a Court of Record, Notary Public, or some Di-

rector of the Company, and none but a Stockholder shall be a Proxy.

CONTRACTS.

Contracts shall be made under such rules and regulations as the Directors shall prescribe, and when signed by the President, shall be binding on the Company, either with or without the seal of the Corporation.

CERTIFICATES OF STOCK.

The form of all Certificates of Stock shall be as follows:

North Carolina Rail Road Company.

No. Shares.

Be it known that of is entitled to shares in the North Carolina Rail Road Company, transferrable by the said either personally or by Attorney, only at the Office, and on the Books of said Company.

Witness, President of the said North Carolina Rail Road Company at under the seal of the Corporation, this day of A. D.

And the Stock shall be transferred, either in person or by Attorney, at the Office, and on the Books of the Company to be kept for that purpose.

GENERAL MEETING OF STOCKHOLDERS.

The Stockholders having met in the Methodist Church, at Salisbury, on Thursday, the 11h day of July, A. D. 1850, pursuant to advertisement,

On motion of R. M. Saunders, Esq., Hon. Duncan Cameron, was called to the Chair; and on motion, John B. Lord, and S. F. Phillips, were appointed Secretaries.

On motion, of W. A. Graham, Esq., a Committee of three were appointed to examine and report how much Stock was represented in this meeting, whether in person or by proxy, and if by proxy, whether such proxy was in due form or not.

W. A. Graham, George W. Mordecai, and John A. Gilmer, were appointed by the Chair to constitute said Committee.

Mr. Graham, from the Committee above appointed, reported, that the Committee in discharge of their duties had examined the lists of Stockholders present, and the Proxies handed in, and find 8,550 shares to be duly represented, which being a majority of the whole number of shares, the meeting was ready to proceed to business.

On motion, the report was then amended by the addition of 218 shares represented by individuals arriving since the Committee retired.

On motion, the report was then adopted.

John M. Morehead, Chairman of the Board of General Commissioners presented the Journal of the proceedings of said Board with the original Books of Subscription and the duplicate declaration required by the Charter, which, on motion, was referred to a Committee of three to examine and report if the action of said Board had been in accordance with the provisions of the Charter.

The Chairman annuounced that this Committee would consist of R. M. Saunders, John W. Norwood, and Calvin Graves, Esqrs.

On motion, a Committee of five was appointed to report By-Laws for the government of the Corporation and the transaction of business.

John M. Morehead, George W. Mordecai, Frederick J. Hill, James M. Leach, and Hamilton C. Jones, were appointed said Committee.

On motion, of George W. Mordecai, a Committee of thirteen was appointed to enquire and report upon what basis the Directors shall be apportioned among the several Counties, and in what manner the Directors shall be nominated.

Committee consists of William Boylan, A. J. DeRosset, E. R. Stanly, James Griswold, William A. Graham, Benjamin Trollinger, A. Hargrave, N. Boyden, A. G. Carter, James E. Williamson, John A. Gilmer, D. Coleman, and Francis Fries.

On motion, the meeting adjourned to nine o'clock, A. M., to-morrow.

Friday, July 12th, 9 o'clock, A. M.

The meeting was called to order by the Chair.

W. A. Graham from the Committee of thirteen, submitted a report which was adopted, and the meeting, after nominations made in pursuance of said report, proceeded by ballot to elect twelve Directors, John W. Norwood and W. A. Wright, being a Committee to superintend the balloting.

Mr. Norwood from the Committee to superintend the ballotting, reported that William C. Means, John I. Shaver, John B. Lord, Francis Fries, John W. Thomas, John M. Morehead, John A. Gilmer, Benjamin Trollinger, William A. Graham, Romulus M. Saunders, A. J. DeRosset, and A. T. Jerkins, had received a majority of the votes cast.

The report of the Committee being then adopted the above named persons were declared duly elected Directors.

R. M. Saunders, submitted the following report:

The Committee to whom was referred the Journal of the General Commissioners and the papers accompanying the same, submit the following Report:

The Committee have examined with care the papers submitted to them, and find the proceedings of the Commissioners to have been strictly in conformity with the Act of the General Assembly, entitled

"An Act to incorporate the North Carolina Rail Road Company," as ratified the 27th day of January, 1849. It appears that the General Commissioners held an adjourned meeting at Chapel Hill, on the 5th day of June, 1850, when it was ascertained from the original Books as returned by the local Commissioners to receive subscriptions of Stock, that the sum of One Million of Dollars had been fully subscribed, and the first instalment of five dollars per share on the said sum had been paid. That the Commissioners thereupon in accordance with the provisions of the Act of the General Assembly, caused to be made a duplicate declaration under their hands and seals with the names of the subscribers appended, declaring the Company duly formed for the purposes mentioned in the Act of Incorporation from the 6th June 1850, and a copy thereof to be deposited in the office of the Secretary of State. Whereupon, the Commissioners caused it to be published as directed by the Act of Incorporation as aforesaid, that a General Meeting of the Stockholders would be held in the Town of Salisbury, on Thursday the 11th day of July, 1850, for the purpose of taking such action under the Charter as should be deemed proper, and requesting the attendance of the Stockholders either in person or by proxy.

The Committee being entirely satisfied as to the regularity of the proceedings of the General Commissioners, and that the provisions of the Act of the General Assembly have been fully complied with, submit for adoption the following resolution :

Resolved, That the Journal of the General Commissioners with the Books and Papers accompanying the same, be delivered to the Secretary of the Company, and that the fifty thousand dollars held by said Commissioners be paid over to the Directors or their authorized Agent.

Respectfully submitted,

Signed, R. M. SAUNDERS, Chairman.

July 12, 1850.

Which report with accompanying resolution was adopted.

John M. Morehead from the Committee to report By-Laws, submitted a report, which after discussion and amendment, was adopted.

Mr. Gilmer offered a resolution which Mr. Norwood proposed to amend, when Mr. Osborne moved to amend Mr. Norwood's amendment which being accepted by Mr. Gilmer, was adopted as follows :

Resolved, That the Directors in the construction of the North Caro-

lina Rail Road, be instructed by this meeting, to carry out in good faith the resolutions adopted in the several Conventions held at Salisbury, Greensborough and Hillsborough.

Daniel Coleman offered the following preamble and resolution which was adopted:

Whereas, The stock in the North Carolina Rail Road has been taken with a view to the same being so located as to pass by or near the Towns of Hillsborough, Graham, Greensborough, Lexington, and Concord,

Be it Resolved, That the Directors be instructed to ascertain by actual surveys whether said route, all things considered, is not the most practicable.

On motion of H. C. Jones,

Resolved, That the President and Directors cause to be published in pamphlet form 2000 copies of the Charter, By-Laws, and so much of the Proceedings of this meeting as they may deem proper.

On motion of William A. Graham,

Resolved, That the thanks of this meeting be, and they are hereby tendered to the Methodist Church, for the use of their Building.

On motion of Calvin Graves, it was unanimously

Resolved, That the thanks of this meeting be tendered to the Chairman, for the dignity, ability and impartiality with which he has presided over its deliberations.

With appropriate remarks, the Chairman declared the meeting adjourned *sine die*.

DUNCAN CAMERON, *Chairman.*

JOHN B. LORD,
S. F. PHILLIPS, } *Secretaries.*